

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION**

<p>CHRIMAR SYSTEMS, INC., <i>et al.</i>, Plaintiffs, v. ADTRAN INC., <i>et al.</i>, Defendants.</p>	<p>6:15-CV-618-JRG-JDL (LEAD) Patent Case Jury Trial Demanded</p>
<p>DELL, INC. AND AEROHIVE NETWORKS, INC.</p>	<p>6:15-CV-639-JRG-JDL (CONSOLIDATED)</p>

AEROHIVE NETWORKS, INC.'S OFFER OF PROOF

Defendant Aerohive Networks, Inc. (“Aerohive”) respectfully makes this offer of proof pursuant to Federal Rule of Evidence 103(a)(2).

If allowed to do so, Aerohive would have introduced the following evidence at trial: (1) documents related to recent settlements between Chrimar and Defendants AMX, LLC, EnGenius Technologies, Inc., Costar Technologies, Inc., and Dell Inc., (2) documents and testimony related to Chrimar’s participation in the IEEE, and (2) documents and testimony related to Chrimar’s damages expert, Mr. Mills’s discriminatory royalty rates.

January 6, 2017

Respectfully submitted,

By: /s/ Ryan R. Smith
Ryan R. Smith (CA Bar No. 229323)
Mary Procaccio-Flowers (CA Bar No. 286936)
WILSON SONSINI GOODRICH & ROSATI
650 Page Mill Road
Palo Alto, CA 94304 Telephone: (650) 493-9300
Facsimile: (650) 493-6811
rsmith@wsgr.com
mprocaccioflowers@wsgr.com

Counsel for Defendant Aerohive Networks, Inc.

CERTIFICATE OF SERVICE

I certify that on January 6, 2017, I caused true and correct copies of the foregoing to be filed and served via the Court's CM/ECF system.

/s/ Ryan R. Smith
Ryan R. Smith